



Roanoke Valley-Alleghany

REGIONAL
commission

rvarc.org

313 Luck Avenue, SW | Roanoke, Virginia 24016 | P: 540.343.4417 | F: 540.343.4416 | rvarc@rvarc.org

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BYLAWS

ROANOKE VALLEY-ALLEGHANY REGIONAL COMMISSION

ARTICLE I

Name and General Authority

S 1 *(Amended October 28, 1999)*

The name of this organization shall be the Roanoke Valley-Alleghany Regional Commission, hereinafter referred to as the "Commission".

S 2 *(Amended January 26, 1984)*
(Amended July 27, 1995)
(Amended October 28, 1999)

The Commission and its action shall conform to the Virginia Regional Cooperation Act (Title 15.1, Chapter 34, Sections 15.1-1400 through 15.1-1416, Code of Virginia, 1950, As Amended), the Charter Agreement of the Roanoke Valley-Alleghany Regional Commission as it may be amended from time to time, and to the pertinent current rules and regulations of any agency of the Commonwealth of Virginia having authority over Planning District Commissions.

Definitions - "Member Governmental Subdivision" means a county, city or town that has signed the Charter Agreement of the Roanoke Valley-Alleghany Regional Commission.

"Governing Body" means the board of supervisors of a county or the council of a city or town.

ARTICLE II

Membership

S 1 *(Amended October 28, 1999)*

Membership shall be as set forth in the Charter Agreement of the Roanoke Valley-Alleghany Regional Commission.

Member Governments: Counties of Alleghany, Botetourt, Craig, Franklin and Roanoke, Cities of Covington, Roanoke and Salem, Towns of Clifton Forge, Rocky Mount and Vinton

- S 2 *(Amended September 23, 1976)*
 (Amended July 27, 1995)
 (Amended March 26, 2026)

All members of the Commission shall serve without compensation. Commissioners may be reimbursed by the Commission for necessary and reasonable expenses incurred solely in the performance of official Commission business, only as authorized by the Commission and only in accordance with the Commission's Written Policy for Reimbursement of Board Member Expenses Related to Commission Activities (Policy 1002), as adopted and amended from time to time.

ARTICLE III

Meetings of the Commission

- S 1 *(Amended September 23, 1976)*
 (Amended July 27, 1995)

Regular meetings of the Commission shall be held at 3:00 p.m. on the fourth Thursday of each month except that when a regular meeting day falls on or adjacent to a State-recognized holiday, the meeting shall be held as determined by the Commission. The annual meeting shall be the regular meeting in October except that the date, time and place may be otherwise as determined by the Commission.

- S 2 Special meetings of the Commission shall be held at the call of the Chair or upon the written request of one-third of the Commission members stating the purpose of such special meeting.

- S 3 *(Amended September 23, 1976)*
 (Amended July 27, 1995)
 (Amended March 26, 2026)

Notice giving the time, date, place and agenda for all meetings of the Commission shall be emailed to each Commission member at least five days prior to the meeting date.

- S 4 *(Amended January 26, 1984)*
 (Amended July 27, 1995)

Meetings of the Commission shall be held in locations as determined by the Commission.

- S 5 *(Amended January 25, 1973)*
 (Amended July 27, 1995)

Whenever any Commission member fails to attend three consecutive regular Commission meetings, the Chair shall notify the governing body of which the absent member is an appointee and shall recommend that replacement of the member be considered.

- S6 *(Amended July 27, 1995)*

If, in the judgment of the Executive Director and the Chair, there are no substantive matters to be reviewed, a regularly scheduled meeting may be cancelled by telephone or in writing at least five days in advance of the meeting date.

S7 *(Amended March 26, 2026)*

Commission members may attend remotely in accordance with the Commission's Policy on Remote Participation and the Code of Virginia.

ARTICLE IV

Voting Rights and Procedures

S 1 *(Amended January 26, 1984)*
(Amended July 27, 1995)
(Amended March 26, 2026)

Each member in attendance shall be entitled to one equal vote in all matters before the Commission. Each member in attendance in person, and each member participating remotely as approved pursuant to the Commission's Written Policy Authorizing Participation in Roanoke Valley-Alleghany Regional Commission Meetings Through Electronic Communication Means (Policy 1001) and Virginia Code § 2.2-3708.3, shall be entitled to one equal vote in all matters before the Commission. Remote participation requests shall be announced by the Chair and approved or denied by vote of the Commission based solely on the criteria and procedures in Policy 1001.

S 2 *(Amended January 26, 1984)*
(Amended July 27, 1995)
(Amended March 26, 2026)

Except where indicated otherwise in these bylaws, all actions of the Commission shall be approved by a majority vote of the members present in person, together with members approved to participate remotely pursuant to Policy 1001, who are deemed present for voting purposes under that policy.

S 3 *(Amended January 26, 1984)*
(Amended October 25, 1984)
(Amended July 27, 1995)
(Amended March 26, 2026)

Except when the Commission is properly conducting an all-virtual public meeting in accordance with Policy 1001, a quorum must be physically assembled at the primary or central meeting location before any members participating remotely may be deemed present for voting and other purposes.

Subject to the requirement above, two-fifths of the membership shall constitute a quorum at meetings of the Commission. Once a physically assembled quorum is established (when

required) and remote participation is approved under Policy 1001, members participating remotely shall be deemed present and may be counted toward the quorum and may vote.

For any action requesting a change in contributions from the member governmental subdivisions a quorum shall comprise Commission members representing at least two-thirds of the member governmental subdivisions, and any such action shall require the affirmative vote of at least two-thirds of the Commission members present in person or participating remotely as approved pursuant to Policy 1001. Notice of any proposed change in contributions shall be emailed to Commission members at least 10 days prior to the meeting at which the change is to be considered.

ARTICLE V

Officers

S 1 The elected officers of the Commission shall be a Chair and Vice-Chair.

S 2 *(Amended September 23, 1976)*
(Amended March 26, 2026)

Chair and Vice-Chair shall be elected at the regular November – December combined meeting held in each odd-numbered year on the second Thursday in December. Their terms shall be for a period of two years commencing on January 1 following their election and terminate on December 31 at the end of the calendar 2-year period or until their successors are subsequently elected.

S 3 *(Amended January 28, 1988)*

The Chair shall preside at all Commission meetings, shall sign all acts or orders necessary to carry out the will of the Commission, shall have the authority to assign routine administrative functions to the Executive Director, shall be eligible to vote on all matters before the Commission, and shall have the generally-recognized powers and duties of the office of Chair or President of an organization, including the appointment of an Acting Executive Director in the event of the absence or disability of the Executive Director and the establishment of the Acting Executive Director's remuneration.

S 4 The Vice-Chair shall serve as Chair in the absence or disability of the Chair. In the case of a vacancy in the office of Chair, the Vice Chair shall assume the Chair's duties until a new Chair is elected to fill the unexpired term.

S 5 *(Amended July 27, 1995)*
(Amended March 26, 2026)

A vacancy in the office of Chair or Vice Chair shall be filled for the unexpired term by the Commission at the next regular meeting following the occurrence of the vacancy, except that no such action shall be taken unless placed on the agenda emailed to all members. A member elected to fill an unexpired term may be elected to one or two successive full terms in that office.

S 6 (Amended March 27, 1975)

The Chair and Vice Chair of the Commission shall not be representatives of the same governmental subdivision.

S 7 (Amended March 27, 1975)
(Amended September 23, 1976)
(Amended March 26, 2026)

At its September meeting in each odd-numbered year, the Chair shall appoint a nominating committee consisting of one representative from each participating governmental subdivision. At least 10 days prior to the meeting at which the ensuing election is to be held, the nominating committee shall email to each Commission member a list containing the name of one nominee for each elected office. Additional nominations may be made from the floor during the meeting at which the election is held.

S 8 (Amended March 27, 1975)
(Amended March 26, 2026)

If more than one name is placed in nomination for any elected office, the vote for that office shall be by roll call vote.

S 9 (Amended July 27, 1995)

The appointed officers of the Commission shall be a Treasurer and a Secretary, who shall be appointed by the Commission membership for terms of two years to run concurrently with those of the elected officers. The Treasurer shall be a member of the Commission. The Secretary need not be a member of the Commission. Both the Treasurer and Secretary may succeed themselves in office. Vacancies occurring in the office of Treasurer or Secretary may be filled by appointment of the Commission Chair subject to ratification by the Commission.

S 10 (Amended January 26, 1984)
(Amended July 27, 1995)

The Secretary shall prepare and maintain a permanent written record of all Commission proceedings, shall transmit notices and agendas to the membership, and shall transmit a copy of the minutes of each Commission meeting to each Commission member prior to the next regular meeting.

S 11 (Amended July 27, 1995)
(Amended December 9, 2010)

The Treasurer shall have general oversight of all financial transactions, providing direction on financial matters. The Finance Director shall be responsible for receiving, keeping, and disbursing all funds and property of the Commission, investing funds when and as authorized by the Commission, maintaining permanent records of all financial transactions, and submitting a financial report at each regular meeting of the Commission and at such other times and in such forms as the Commission may require.

S 12 (Amended December 9, 2010)

The Roanoke Valley-Alleghany Regional Commission prohibits the solicitation and acceptance of gifts or gratuities by officers, employees and agents for their personal benefit. Violation of this code will be subject to disciplinary action which could include immediate termination.

ARTICLE VI

Executive Committee

S 1 (Amended July 24, 1975)
(Amended July 27, 1995)

An Executive Committee may be designated by the Commission. The Executive Committee shall have the authority to act on behalf of the Commission as authorized by the Commission, provided that such powers given to the Executive Committee are not inconsistent with provisions of the Virginia Regional Cooperation Act. Unless otherwise provided for in the Charter, the Executive Committee will consist of the following Commission members: the current Commission Chair, Vice-Chair, Treasurer, immediate past Commission Chair, and an at-large member elected by the Commission.

S 2 (Amended March 27, 1975) (Amended March 25, 1976)
(Amended January 26, 1984) (Amended January 28, 1988)
(Amended February 25, 1988) (Amended July 27, 1995)
(Amended March 26, 2026)

The Executive Committee shall meet at the call of the Chair. All votes at said meetings may be by roll call vote upon the request of any member.

In case of an emergency which involves solely administrative matters of the Commission, the membership may be contacted by telephone or email to ascertain the members' position regarding the matter of emergency and the Chair or Executive Director is authorized to take appropriate administrative action, providing that such action be ratified at the following Commission meeting.

ARTICLE VII

Board Member Representation

S 1 (Amended December 9, 2010)

Members of the Regional Commission may be designated by the Commission to represent private sector, workforce, educational, organized labor or other groups in order to meet the requirements of particular state or federal programs.

ARTICLE VIII

Standing and Special Committees

S 1 *(Amended July 27, 1995)*

The Commission may establish standing and special committees, in addition to the Executive Committee, as it deems necessary and shall determine the terms of members of, instructions for, and method of appointing members to each committee. Vacancies in committees shall be filled by the Chair of the Commission.

S 2 *(Amended March 27, 1975)*
(Amended March 26, 2026)

The Chair of the Commission shall be a non-voting ex-officio member of all committees.

S 3 Reports of all committees shall be in writing and shall be made part of the permanent records of the Commission.

ARTICLE IX

Staff

S 1 *(Amended March 26, 2026)*

The Commission shall appoint an Executive Director who shall serve as the chief administrative officer. The Executive Director shall serve at the pleasure of a majority of the Commission membership and their compensation and other terms of employment shall be established by the Commission.

S 2 *(Amended January 28, 1988)*
(Amended July 27, 1995)

Personnel and their compensation shall be selected and determined by the Executive Director within budgetary and other limitations as established by the Commission.

S 3 *(Amended March 27, 1975)*
(Amended July 27, 1995)
(Amended December 9, 2010)

No directions shall be given to the Commission staff by the Commission or its officers except through the Executive Director.

S 4 *(Amended July 27, 1995)*
(Amended March 26, 2026)

In addition to their regular administrative duties the Executive Director shall:

- a. Recommend work programs and financing methods for adoption by the Commission.
- b. Prepare the annual budget for adoption by the Commission.

- c. Arrange for an annual audit of the accounts of the Commission by an independent auditing firm, a copy of which shall be submitted to the governing body of each participating governmental subdivision.
- d. Hire and terminate staff and establish their compensation within budgetary limits, and administer personnel practices.
- e. Countersign warrants and checks issued against the Commission.
- f. Provide all other functions and duties as may, from time to time, be assigned to him by the Commission.

S 5 *(Amended July 27, 1995)*
 (Amended December 9, 2010)

The Treasurer, Executive Director and Finance Director shall be bonded in an amount to be determined by the Commission.

ARTICLE X

Receipts, Expenditures and Budget

S 1 The fiscal year of the Commission shall be from July 1 to June 30.

S 2 The Commission may receive contributions from the Commonwealth of Virginia in accordance with Section 15.1-1412 of the 1950 Code of Virginia, as amended.

S 3 The Commission may make application for and accept loans and grants of money or material or property at any time from any private or charitable source or the United States of America or the Commonwealth of Virginia, or any agency or instrumentality thereof.

S 4 *(Amended April 24, 1986)*

The Commission may request and accept annual financial contributions from the governing bodies of the member governmental subdivisions on the basis of an equal per capita rate. For the purpose of determining such contributions, population data shall be adjusted each year as defined in Section 15.1-1402 of the 1950 Code of Virginia, as amended, except that the population of a county shall exclude that of any town within that county which is a member of the Commission. Such contributions shall be due by July 1 of each year, and if not paid by a member subdivision by July 31 of that year, shall cause forfeiture of voting rights for all Commission representatives of that subdivision until such time as all the delinquent contributions are paid.

S 5 *(Amended July 27, 1995)*

An additional request for financial contributions may be made upon a member governmental subdivision for particular services of a local nature which are requested for said governmental subdivision and which are not included in the general work program adopted by the Commission. This request shall be as agreed upon by the Commission and the appropriate governmental subdivision.

- S 6 *(Amended January 26, 1984)*
 (Amended July 27, 1995)
 (Amended December 9, 2010)
 (Amended March 26, 2026)

Payments except by petty cash shall be made online or by check against funds on deposit in a bank. All checks shall be signed by any two of the following three: Treasurer, Executive Director, and Finance Director, except as otherwise authorized by the Commission. Online payments must be verified by a voucher signed by any two of the following three: Treasurer, Executive Director, and Finance Director, except as otherwise authorized by the Commission

- S 7 *(Amended July 27, 1995)*

All payments of a regular and recurring nature authorized in the current budget shall be approved in advance by the Executive Director.

A record of such payments shall be submitted to the Commission for review at each regular meeting. All payments of a special or non-recurring nature shall be approved by the Commission.

ARTICLE XI

Parliamentary Procedure; Policies and other Procedures

(Amended July 27, 1995)

- S 1 In all matters of parliamentary procedure not specifically covered by these bylaws, Robert's Rules of Order, latest edition shall be observed.
- S 2 The Commission may adopt from time to time such Policies or other Procedures to be followed with respect to any matter deemed appropriate or as required by law, and such policies or procedures shall govern the manner of conducting business or proceedings to which they apply, subject to any express provision of these Bylaws to the contrary, and in accordance with any applicable law.

ARTICLE XII

Amendment of Bylaws

(Amended July 27, 1995)
(Amended March 26, 2026)

- S 1 Any proposed amendment to these bylaws shall be mailed to each member of the Commission at least ten days prior to the meeting at which they are to be voted upon. A majority vote of all members of the Commission, voting at a regular meeting, shall be required to adopt any proposed amendment to the bylaws.

ARTICLE XIII

Effective Date

S I These bylaws and any amendments thereto shall become effective immediately upon adoption.